



PTO/SB/21 (08-00)

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TRANSMITTAL FORM

(to be used for all correspondence after initial filing)

Total Number of Pages in This Submission	21	Attorney Docket Number	1772/16136US02
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ENCLOSURES (check all that apply)

<input type="checkbox"/> Fee Transmittal Form <input type="checkbox"/> Fee Attached <input type="checkbox"/> Amendment/Reply <input type="checkbox"/> After Final <input type="checkbox"/> Affidavits/declaration(s) <input type="checkbox"/> Extension of Time Request <input type="checkbox"/> Express Abandonment Request <input type="checkbox"/> Information Disclosure Statement <input type="checkbox"/> PTO 1449/08A with references <input type="checkbox"/> Certified Copy of Priority Document(s) <input type="checkbox"/> Response to Missing Parts/ Incomplete Application <input type="checkbox"/> Response to Missing Parts under 37 CFR 1.52 or 1.53	<input type="checkbox"/> Assignment Papers (for an Application) <input type="checkbox"/> Drawing(s) (sheets) <input type="checkbox"/> Licensing-related Papers <input type="checkbox"/> Petition <input type="checkbox"/> Petition to Convert to a Provisional Application <input checked="" type="checkbox"/> Power of Attorney by Assignee of Entire Interest, Revocation of Prior Powers And Change of Correspondence Address with Exhibit A attached thereto <input type="checkbox"/> Terminal Disclaimer <input type="checkbox"/> Request for Refund <input type="checkbox"/> CD Number of CD(s) _____	<input type="checkbox"/> After Allowance Communication to Group <input type="checkbox"/> Appeal Communication to Board of Appeals and Interferences <input type="checkbox"/> Appeal Communication to Group (Appeal Notice, Brief, Reply Brief) <input type="checkbox"/> Proprietary Information <input type="checkbox"/> Status Letter <input checked="" type="checkbox"/> Return-Receipt Postcard <input type="checkbox"/> Other Enclosure(s) (please identify below):
Remarks		

SIGNATURE OF APPLICANT, ATTORNEY, OR AGENT

Firm or Individual Name	McAndrews Held & Malloy, Ltd.		
Signature			
Date	October 29, 2004		

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450 on October 29, 2004

Name (Print/type)	Ronald H. Spuhler	Registration No. (Attorney/Agent)	52,245
Signature		Date	10/29/2004



Attorney Docket No.: 16136US02

Previous Docket No.: RONI-020/01US

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In the Application of:

Severine Catreux
Vinko Erceg
Pieter Roux
Pieter Van Rooyen
Jack Winters

Examiner: Unassigned
Group Art Unit: 2631
Conf. No.: 4709

Serial No.: 10/801,930

Filed: 03/16/2004

For: Multi-Antenna Communication Systems
Utilizing RF-Based And Baseband Signal
Weighting And Combining

**POWER OF ATTORNEY BY ASSIGNEE OF
ENTIRE INTEREST, REVOCATION OF PRIOR POWERS
AND CHANGE OF CORRESPONDENCE ADDRESS**

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450

Dear Sirs:

We enclose a Power of Attorney by Assignee of Entire Interest, Revocation of Prior Powers and Change of Correspondence Address, and an Assignee Statement Under 37 C.F.R. §3.73(b).

Please charge any required fees or credit any overpayments to the deposit account of McAndrews, Held & Malloy, Ltd. Account No. 13-0017.

Respectfully submitted,

Ronald H. Spuhler
Registration No. 52,245
McANDREWS, HELD & MALLOY, LTD.
500 West Madison Street
Suite 3400
Chicago, Illinois 60661
(312) 775-8000

Date: October 29, 2004

We, Broadcom Corporation, a California corporation, are the assignee of record in the patent applications listed below, as evidenced by the Assignment attached hereto as Exhibit A, which evidence the transfer of these applications from Zyray Wireless Inc. to Broadcom Corporation, and which was duly recorded with the U.S. Patent Office:

09/873,310	09/873,316
10/606,371	10/606,924
10/645,349	10/649,335
10/650,478	10/703,138
10/733,856	10/733,861
10/801,930	10/835,255
10/866,510	10/903,876

As assignee of record of the entire interest of these identified patent applications, we hereby revoke all powers of attorney previously given in these patent applications, and appoint the U.S. attorneys and/or agents at McAndrews, Held & Malloy, Ltd. (Chicago, IL),

Customer No. 23,446,

to prosecute these applications and to transact all business in the Patent and Trademark Office connected therewith.

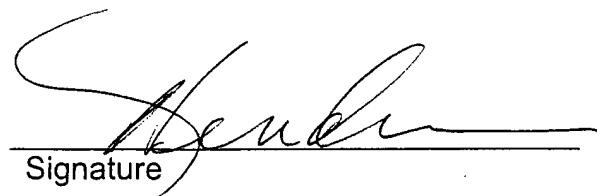
CHANGE OF CORRESPONDENCE ADDRESS

Please send correspondence and direct telephone calls regarding these applications identified above to the following:

Christopher C. Winslade
McAndrews, Held & Malloy
500 W. Madison Street, Suite 3400
Chicago, IL 60661
(312) 775-8000

ASSIGNEE STATEMENT UNDER 37 C.F.R. § 3.73(b)

We hereby state that we are the assignee of the entire right, title and interest in the patent applications identified above, as evidenced by the Assignment attached as Exhibit A.



Signature

October 26, 2004
Date

Dee Henderson
(type or print name of person
authorized to sign on behalf of
assignee)

Manager, Intellectual Property Portfolio
Title

NOTE: The assignee of the entire interest may revoke previous powers and be represented by an attorney of his or her selection. 37 C.F.R. §1.36.



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

OCTOBER 18, 2004

PTAS

700123118A

MCANDEWS HELD & MALLOY
RONALD H. SPUHLER
500 WEST MADISON STREET
CHICAGO, IL 60661



UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 10/14/2004

REEL/FRAME: 015247/0903

NUMBER OF PAGES: 14

BRIEF: ASSIGNMENT OF ASSIGNOR'S INTEREST (SEE DOCUMENT FOR DETAILS).

ASSIGNOR:

ZYRAY WIRELESS INC.
BROADCOM CORPORATION
16215 ALTON PARKWAY
IRVINE, CALIFORNIA 92618

DOC DATE: 07/15/2004

ASSIGNEE:

BROADCOM CORPORATION
16215 ALTON PARKWAY
IRVINE, CALIFORNIA 92618

SERIAL NUMBER: 09873310 FILING DATE: 06/05/2001
PATENT NUMBER:
TITLE: SYSTEM AND METHOD FOR INTERLEAVING DATA IN A WIRELESS TRANSMITTER

SERIAL NUMBER: 09873316 FILING DATE: 06/05/2001
PATENT NUMBER:
TITLE: SYSTEM AND METHOD FOR DE-INTERLEAVING DATA IN A WIRELESS RECEIVER

ISSUE DATE:

ISSUE DATE:

015247/0903 PAGE 2

SERIAL NUMBER: 10606371 FILING DATE: 06/24/2003
PATENT NUMBER: ISSUE DATE:
TITLE: REDUCED-COMPLEXITY ANTENNA SYSTEM USING MULTIPLEXED RECEIVE CHAIN
PROCESSING

SERIAL NUMBER: 10606924 FILING DATE: 06/26/2003
PATENT NUMBER: ISSUE DATE:
TITLE: METHOD AND APPARATUS FOR SPACE-TIME TURBO-CODED MODULATION

SERIAL NUMBER: 10645349 FILING DATE: 08/21/2003
PATENT NUMBER: ISSUE DATE:
TITLE: ANTENNA ARRAY INCLUDING VIRTUAL ANTENNA ELEMENTS

SERIAL NUMBER: 10649335 FILING DATE: 08/26/2003
PATENT NUMBER: ISSUE DATE:
TITLE: ADAPTIVE PILOT INTERFERENCE CANCELLATION IN CDMA SYSTEMS

SERIAL NUMBER: 10650478 FILING DATE: 08/28/2003
PATENT NUMBER: ISSUE DATE:
TITLE: ITERATIVE MULTI-STAGE DETECTION TECHNIQUE FOR A DIVERSITY RECEIVER
HAVING MULTIPLE ANTENNA ELEMENTS

SERIAL NUMBER: 10703138 FILING DATE: 11/05/2003
PATENT NUMBER: ISSUE DATE:
TITLE: METHOD AND APPARATUS FOR RAKE COMBINING BASED UPON SIGNAL TO
INTERFERENCE NOISE RATIO

SERIAL NUMBER: 10733856 FILING DATE: 12/11/2003
PATENT NUMBER: ISSUE DATE:
TITLE: SYNCHRONIZATION OF MULTIPLE PROCESSORS IN A MULTI-MODE WIRELESS
COMMUNICATION DEVICE

SERIAL NUMBER: 10733861 FILING DATE: 12/11/2003
PATENT NUMBER: ISSUE DATE:
TITLE: MULTI-PROCESSOR PLATFORM FOR WIRELESS COMMUNICATION TERMINAL HAVING
PARTITIONED PROTOCOL STACK

SERIAL NUMBER: 10801930 FILING DATE: 03/16/2004
PATENT NUMBER: ISSUE DATE:
TITLE: MULTI-ANTENNA COMMUNICATION SYSTEMS UTILIZING RF-BASED AND BASEBAND
SIGNAL WEIGHTING AND COMBINING

SERIAL NUMBER: 10825255 FILING DATE: 04/15/2004
PATENT NUMBER: ISSUE DATE:
TITLE: TURBINE ENGINE DISK SPACERS

SERIAL NUMBER: 10886510 FILING DATE: 07/07/2004
PATENT NUMBER: ISSUE DATE:
TITLE: SYSTEM AND METHOD FOR RF SIGNAL COMBINING AND ADAPTIVE BIT LOADING
FOR DATA RATE MAXIMIZATION IN MULTI-ANTENNA COMMUNICATION SYSTEMS

015247/0903 PAGE 3

SERIAL NUMBER: 10903876

FILING DATE: 07/29/2004

PATENT NUMBER:

ISSUE DATE:

TITLE: FREQUENCY SELECTIVE TRANSMIT SIGNAL WEIGHTING FOR MULTIPLE ANTENNA
COMMUNICATION SYSTEMS

SHARON LATIMER, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

Form PTO-1496 (Rev. 06/04)
OMB No. 0551-0027 (exp. 6/30/2005)

10/14/2004

700123118

U.S. Department of COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET

PATENTS ONLY

To the Director of the U.S. Patents and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s): Zyrex Wireless Inc.		2. Name and address of receiving party(ies)	
		Name: Broadcom Corporation	
		Internal Address: _____	
Execution Date(s) July 15, 2004 Additional name of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		Street Address: 16215 Alton Parkway	
3. Nature of conveyance:		City: Irvine	
<input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger		State: California	
<input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name		Country: United States Zip: 82618	
<input type="checkbox"/> Government Interest Assignment			
<input type="checkbox"/> Executive Order 9424, Confirmatory License			
<input type="checkbox"/> Other _____		Additional Name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4. Application number(s) or patent number(s):		<input type="checkbox"/> This document is being filed together with a new application.	
A. Patent Application No.(s) See Attached Exhibit A		B. Patent No.(s)	
Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
5. Name and address of party to whom correspondence concerning this document should be mailed:		6. Total number of applications and patents involved: <u>1</u>	
Name: Ronald H. Souhier		7. Total fee (37 CFR 1.21(h) & 3.41) \$ <u>560.00</u>	
Internal Address: McAndrews, Held & Malloy		<input type="checkbox"/> Authorized to be charged by credit card	
34 th Floor		<input checked="" type="checkbox"/> Authorized to be charged to deposit account	
Street Address: 500 West Madison Street		<input type="checkbox"/> Enclosed	
City: Chicago		<input type="checkbox"/> None required (government interest not affecting title)	
State: Illinois Zip: 60661		8. Payment Information	
Phone Number: (312) 775-8000		a. Credit Card Last 4 Numbers _____ Expiration Date _____	
Fax Number: (312) 775-8100		b. Deposit Account Number <u>13-0017</u> Authorized User Name <u>Ronald H. Souhier</u>	
Email Address: _____			
9. Signature: <u>Ronald H. Souhier</u>		Date <u>October 14, 2004</u>	
Ronald H. Souhier		Total number of pages including cover sheet, attachments, and documents <u>14</u>	
Signature		Name of Person Signing	

Documents to be recorded (including cover sheet) should be sent to (703) 265-5885, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

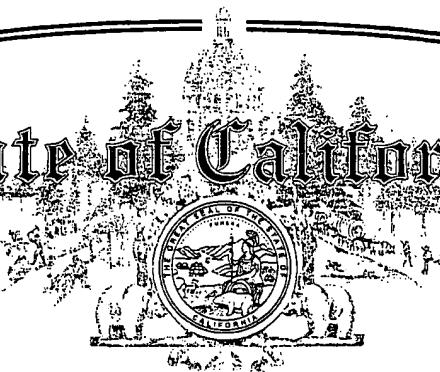
EXHIBIT A
TO
RECORDATION FORM COVER SHEET
DATED OCTOBER 14, 2004

Patent Application Nos.

09/873,310
09/873,316
10/606,371
10/606,924
10/645,349
10/649,335
10/650,478
10/703,138
10/733,856
10/733,861
10/801,930
10/835,255
10/886,510
10/903,876

A0614448

State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 11 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 16 2004

Kevin Shelley
Secretary of State



ENDORSED - FILED
in the office of the Secretary of State
 of the State of California

JUL 15 2004

**AGREEMENT OF MERGER
 OF
 ZYRAY WIRELESS INC. AND
 BROADCOM CORPORATION**

KEVIN SHELLEY
 Secretary of State

This Agreement of Merger, is entered into as of the 15th day of July, 2004 (this "Agreement of Merger"), by and between Zyray Wireless Inc., a California corporation (the "Company") (nonsurvivor), and Broadcom Corporation, a California corporation ("Broadcom") (survivor).

RECITALS

A. The Company and Broadcom have entered into a Merger Agreement and Plan of Reorganization, dated as of June 15, 2004, by and among Broadcom, the Company, and, with respect to Article 7 and Article 9 only, Leo Spiegel, as Holder Agent, and U.S. Stock Transfer Corporation, as Depositary Agent (the "Reorganization Agreement"), providing for certain representations, warranties, covenants and agreements in connection with the transactions contemplated hereby.

B. The Boards of Directors of the Company and Broadcom deem it advisable and in their mutual best interests and in the best interests of the shareholders of the Company, that the Company be acquired by Broadcom through a merger of the Company with and into Broadcom, with Broadcom continuing as the surviving corporation (the "Merger").

C. The Boards of Directors of Broadcom and the Company and the shareholders of the Company have approved the Merger.

AGREEMENTS

The parties hereto hereby agree as follows:

1. The Merger. The Company shall be merged with and into Broadcom and Broadcom shall continue as the surviving corporation. Broadcom after the effective time of the Merger is sometimes referred to herein as the "Surviving Corporation".

2. Effective Time. The Merger shall become effective at such time (the "Effective Time") as this Agreement of Merger and the officers' certificates of Broadcom and the Company attached hereto are filed with the Secretary of State of the State of California pursuant to Section 1103 of the Corporations Code of the State of California.

3. Conversion.

(a) At the Effective Time of the Merger (i) all shares of Common Stock of the Company, par value \$0.001 per share, and all shares of Preferred Stock of the Company, par value \$0.001 per share (the “Company Capital Stock”), outstanding immediately prior to the Effective Time that are owned, directly or indirectly by Broadcom or the Company or any subsidiary of Broadcom or the Company shall be cancelled, and no securities of Broadcom or other consideration shall be delivered in exchange therefor; (ii) each of the issued and outstanding shares of Broadcom shall remain outstanding as one validly issued, fully paid and nonassessable share of the capital stock of Broadcom; (iii) each of the shares of Company Common Stock issued and outstanding immediately prior to the Effective Time (other than shares, if any, held by persons who have demanded and perfected dissenters’ rights for such shares in accordance with the Corporations Code of the State of California and who, as of the Effective Time, have not effectively withdrawn or lost such dissenters’ rights, referred to hereinafter as “Dissenting Shares”, and shares being cancelled pursuant to clause (i) above) shall be converted automatically into the right to receive, following the expiration or early termination of any waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, (the “HSR Act”) which is applicable to the holder of such share, and shall be exchanged for, 0.01576029 of a share of Broadcom Class A Common Stock, par value \$0.0001 per share (“Broadcom Common Stock”); and (iv) each of the shares of Series A Preferred Stock of the Company issued and outstanding immediately prior to the Effective Time (the “Company Series A Preferred Stock”) (other than Dissenting Shares and shares being cancelled pursuant to clause (i) above) shall be converted automatically into the right to receive, following the expiration or early termination of any waiting period under the HSR Act, which is applicable to the holder of such share, and shall be exchanged for, 0.02582142 of a share of Broadcom Common Stock; provided, that a portion of the shares of Broadcom Common Stock issuable to each person who immediately prior to the Effective Time was a shareholder of the Company pursuant to the foregoing clauses (iii) and (iv) shall be deposited into escrow and shall be subject to Sections 7.1 through 7.3 of the Reorganization Agreement defined under Recital A above.

(b) Each option to purchase Company Capital Stock (“Company Option”) and warrant to purchase Company Capital Stock (“Company Warrant”) outstanding immediately prior to the Effective Time will be assumed by Broadcom in the Merger as provided in Section 1.6 of the Reorganization Agreement, but shall otherwise have the same terms and conditions as those of the original Company Option or Company Warrants. Any Company Options or Company Warrants exercised prior to the Effective Time shall be converted as set forth in Section 3(a) above.

4. Fractional Shares. No fraction of a share of Broadcom Common Stock; will be issued in the Merger, but in lieu thereof, each holder of shares of Company Capital Stock who would otherwise be entitled to a fraction of a share of Broadcom Common Stock (after aggregating all fractional shares of Broadcom Common Stock to be received by such holder) shall be entitled to receive from Broadcom an amount of cash (rounded to the nearest whole cent) equal to the product of (a) such fraction, multiplied by (b) \$42.66.

5. Dissenting Shares. Any Dissenting Shares shall not be converted into the right to receive Broadcom Common Stock but shall be converted into the right to receive such consideration as may be determined to be due with respect to such Dissenting Shares pursuant to the laws of the State of

California. If after the Effective Time any Dissenting Shares shall lose their status as Dissenting Shares, then as of the occurrence of the event which causes the loss of such status, such shares shall be converted into the right to receive Broadcom Common Stock in accordance with Section 3.

6. Conversion of Company Capital Stock. The conversion of the Company Common Stock and Company Series A Preferred Stock into the right to receive Broadcom Common Stock as provided by this Agreement of Merger shall occur automatically at the Effective Time of the Merger without action by the holders thereof. Each holder of Company Common Stock and Company Series A Preferred Stock shall thereupon have the right to receive certificates representing the applicable number of shares of Broadcom Common Stock (and cash in lieu of fractional shares) in accordance with the Reorganization Agreement upon compliance with the exchange procedures set forth therein.

7. Effect of the Merger. At the Effective Time of the Merger, the separate existence of the Company shall cease, and Broadcom shall succeed, without other transfer, to all of the rights and properties of the Company and shall be subject to all the debts and liabilities thereof in the same manner as if Broadcom had itself incurred them. All rights of creditors and all liens upon the property of each corporation shall be preserved unimpaired, provided that such liens upon property of the Company shall be limited to the property affected thereby immediately prior to the Effective Time of the Merger. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of the Company and Broadcom shall vest in the Surviving Corporation, and all debts, liabilities, obligations, restrictions, disabilities and duties of the Company and Broadcom shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation.

8. Plan of Reorganization. This Agreement of Merger is intended as a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended.

9. Articles of Incorporation; Bylaws; Directors and Officers of Surviving Corporation.
From and after the Effective Time:

(a) The articles of incorporation of Broadcom, as in effect immediately prior to the Effective Time, shall be the articles of incorporation of the Surviving Corporation until amended as provided by such articles of incorporation, the bylaws of the Surviving Corporation and applicable law.

(b) The bylaws of Broadcom, as in effect immediately prior to the Effective Time, shall be the bylaws of the Surviving Corporation until thereafter amended as provided by such bylaws, the articles of incorporation of the Surviving Corporation and applicable law.

(c) The directors and officers of Broadcom immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, each to hold office in accordance with the articles of incorporation and bylaws of the Surviving Corporation.

10. Reorganization Agreement. The Reorganization Agreement and this Agreement of Merger are intended to be construed together in order to affect their purposes.

11. Miscellaneous.

(a) Notwithstanding the approval of this Agreement of Merger by the shareholders of the Company, this Agreement of Merger shall terminate forthwith in the event that the Reorganization Agreement shall be terminated prior to the Effective Time as therein provided.

(b) In the event of the termination of this Agreement of Merger prior to the Effective Time as provided above, this Agreement of Merger shall forthwith become void and there shall be no liability on the part of the Company or Broadcom or their respective officers or directors, except as otherwise provided in the Reorganization Agreement.

(c) This Agreement of Merger may be signed in one or more counterparts, each of which shall be deemed an original and all of which shall constitute one agreement.

(d) This Agreement of Merger may be amended by the parties hereto any time prior to the Effective Time, whether before or after approval hereof by the shareholders of the Company, but, after such approval, no amendments shall be made which by law require the further approval of such shareholders without obtaining such approval. This Agreement of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

BEST AVAILABLE COPY

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger as of the
date first written above.

ZYRAY WIRELESS, INC.

By: _____
Name: Werner Sievers
Title: President and Chief Executive Officer

By: _____
Name: Frederick T. Muto
Title: Secretary

BROADCOM CORPORATION

By: _____
Name: Alan E. Ross
Title: President and Chief Executive Officer

By: _____
Name: David A. Dull
Title: Secretary

BEST AVAILABLE COPY

[SIGNATURE PAGE TO AGREEMENT OF MERGER]

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger as of the date first written above.

ZYRAY WIRELESS, INC.

By: _____

Name: Werner Sievers
Title: President and Chief Executive Officer

By: 

Name: Frederick T. Muto
Title: Secretary

BROADCOM CORPORATION

By: _____

Name: Alan E. Ross
Title: President and Chief Executive Officer

By: _____

Name: David A. Dull
Title: Secretary

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[SIGNATURE PAGE TO AGREEMENT OF MERGER]

JUL 14 '04 11:32 FR BROADCOM
Sent by: LATHAM & WATKINS

JUL 13 '04 16:13 FR BROADCOM

949 450 0504 TO 14159472099 P. 04/05
02073744460; 14/07/04 18:13; Jeffax #57; Page 9/10
949 450 0524 TO 011442073744460 P. 09/09

IN WITNESS WHEREOF, the parties have executed this Agreement of Merger as of the date first written above.

ZYRAY WIRELESS, INC.

By: _____
Name: Werner Sievert
Title: President and Chief Executive Officer

By: _____
Name: Frederick T. Muto
Title: Secretary

BROADCOM CORPORATION

By: _____
Name: Alan E. Ross
Title: President and Chief Executive Officer

By: _____
Name: David A. Dull
Title: Secretary

BEST AVAILABLE COPY

[SIGNATURE PAGE TO AGREEMENT OF MERGER]

**OFFICERS' CERTIFICATE
OF
ZYRAY WIRELESS INC.**

Werner Sievers, President and Chief Executive Officer and Frederick T. Muto, Secretary of Zyray Wireless, Inc., a corporation duly organized and existing under the laws of the State of California (the "Corporation"), do hereby certify:

1. That they are the duly elected or appointed, acting and qualified President and Chief Executive Officer and Secretary, respectively, of the Corporation.
2. The authorized capital stock of the Company consists of 170,000,000 shares of Common Stock, par value \$0.001 per share, of which 16,553,192 shares of Common Stock are issued and outstanding as of the date hereof, and 150,000,000 shares of Preferred Stock, par value \$0.001 per share, of which: (i) 75,000,000 shares are designated as Series A Preferred Stock, 37,730,574 of which are issued and outstanding, and (ii) 75,000,000 shares are designated as Series A-1 Preferred Stock, none of which are issued and outstanding.
3. The Agreement of Merger in the form attached was duly approved by the board of directors of the Corporation in accordance with the Corporations Code of the State of California.
4. The principal terms of the Agreement of Merger in the form attached hereto were approved by the holders of at least (i) a majority of the outstanding shares of Common Stock of the Corporation, (ii) a majority of the outstanding shares of Preferred Stock of the Corporation, voting as a single class, and (iii) a majority of the outstanding shares of Common Stock and Preferred Stock of the Corporation, voting together as a single class on an as-if converted to Common Stock basis, which equals or exceeds the votes required of each class entitled to vote and the percentage vote required of each class.

[Rest of page intentionally left blank]

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Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true to his own knowledge. Executed in San Diego, California, on this 15TH day of JULY, 2004.



Werner Sievers, President and Chief Executive Officer

Frederick T. Muto, Secretary

[Signature page to Zyray Wireless Inc. Officers' Certificate]

BEST AVAILABLE COPY

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of his own knowledge. Executed in San Diego, California, on this 15th day of JULY 2004.

Werner Sievers, President and Chief Executive Officer

Frederick T. Muto, Secretary

[Signature page to Zyray Wireless Inc. Officers' Certificate].

JUL 14 '04 11:32 FR BROADCOM
Sent by: LATHAN & WATKINS
JUL 13 '04 16:13 FR BROADCOM

949 450 0504 TO 14159472099 P.05/05
03073744460; 14/07/04 10:13; JetFax #57; Page 10/10
949 450 0504 TO 011442073744460 P.05/05

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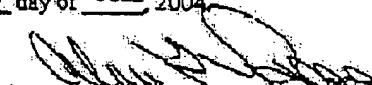
OFFICERS' CERTIFICATE OF BROADCOM CORPORATION

Alan E. Ross, President, and David A. Dull, Secretary of Broadcom Corporation, a corporation duly organized and existing under the laws of the State of California (the "Corporation"), do hereby certify:

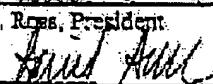
1. That they are the duly elected or appointed, acting and qualified President and Secretary, respectively, of the Corporation.
2. That the Agreement of Merger in the form attached was duly approved by the Board of Directors of the Corporation in accordance with the Corporations Code of the State of California.
3. No vote of the shareholders of the Corporation was required pursuant to Section 1201(b) of the California Corporations Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed in IRVINE, California this 15th day of JULY 2004.



Alan E. Ross, President



David A. Dull, Secretary

(Signature page to Broadcom Officers' Certificate)



** TOTAL PAGE 29 **